

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u>,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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**AFFIDAVIT OF SERVICE OF FINANCIAL BALLOTING
GROUP LLC OF SOLICITATION PACKAGES
ON HOLDERS OF PUBLIC SECURITIES**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Jane Sullivan, being duly sworn, deposes and says, under the penalty of perjury:

1. I am the Executive Director of Financial Balloting Group LLC (“FBG”), located at 757 Third Avenue, New York, New York 10017, the noticing and voting agent retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors” or “Delphi”) to assist with the service of solicitation packages on the holders of the Debtors’ public securities, as listed in Exhibit A hereto (the “Public Securities”). I am authorized to submit this certification on behalf of FBG. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. Christina Pullo, a Vice President of FBG, also assisted with the service described herein.

Service of Solicitation Packages

3. On June 19, 2009, I caused sufficient copies of the documents described in Paragraph 5 hereof (the "Solicitation Packages") to be delivered by overnight delivery service or by hand to the brokerage firms, banks, and agents (the "Voting Nominees") identified in Exhibit B hereto, to enable the Voting Nominees to distribute Solicitation Packages to beneficial owners of the Public Securities designated as "Voting Securities" as of June 8, 2009 (the "Record Date").

4. I also caused a letter of instruction to be transmitted with each delivery to a Voting Nominee. A true and correct copy of the letter of instruction is attached hereto as Exhibit C.

5. The Solicitation Packages included the following items:

- a) Notice of (1) Approval of Supplement; (2) Hearing on Modifications to Plan; (3) Deadline and Procedures For Filing Objections to Modifications of Plan; (4) Deadline and Procedures For Temporary Allowance of Certain Claims For Voting Purposes; (5) Treatment of Certain Unliquidated, Contingent, Or Disputed Claims For Notice, Voting, and Distribution Purposes; (6) Record Date; (7) Voting Deadline For Receipt of Ballots; and (8) Proposed Releases, Exculpation, and Injunction In Modified Plan (the "Confirmation Hearing Notice"), a copy of which is attached as Exhibit D hereto;
- b) The appropriate Ballots(s): holders of 6 ½% Notes due 2009 received the ballot coded "A"; holders of 7 1/8% Notes due 2029 received the ballot coded "B"; holders of 6.55% Notes due 2006 received the ballot coded "C"; holders of 6.50% Notes due 2013 received the ballot coded "D"; holders of 8 ¼% TOPrS Notes Adjustable Rate Junior Subordinated Notes received the ballot coded "E"; holders of 6.197% Notes received the ballot coded "F"; copies of each of which are attached as Exhibit E hereto;
- c) CD-Rom containing the Supplement To First Amended Disclosure Statement With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain

Affiliates, Debtors And Debtors-In-Possession (As Modified) (and related exhibits); the Modification Procedures Order; and the December 10, 2007 Solicitation Procedures Order;

- d) Letter from Official Committee of Unsecured Creditors dated June 17, 2009, a copy of which is attached as Exhibit F hereto;
- e) a postage prepaid return envelope.

Service of Non-Voting Solicitation Packages

6. On June 19, 2009, I caused sufficient copies of the Confirmation Hearing Notice and Notice of Non-Voting Status with Respect to Certain Claims and Interests (the “Notice of Non-Voting Status,” and together with the Confirmation Hearing Notice, the “Non-Voting Solicitation Package”) to be delivered by overnight delivery service or by hand to the brokerage firms, banks, and agents (the “Non-Voting Nominees”) identified in Exhibit G hereto, to enable the Non-Voting Nominees to distribute Non-Voting Solicitation Packages to beneficial owners of existing common stock of Delphi Corporation (the “Common Stock”) as of the Record Date.

7. On June 19 and 20, 2009, I caused copies of the Non-Voting Solicitation Package to be sent by First Class Mail to the registered holders of Common Stock appearing on Exhibit H hereto.

Service of Solicitation Procedures Order

8. I further certify that I caused copies of the Modification Procedures Order [Docket No. 17032], without exhibits thereto, to be sent to the parties listed on Exhibit I hereto on the dates and modes indicated thereon.

Records

9. The names of the Nominees included in Exhibits B and G, and the number of customers represented by such Nominees, were determined by following the usual and customary procedures employed in annual meetings and other solicitations involving debt and/or equity securities traded on one or more of the national exchanges. The Nominees holding the Debtors' public securities were determined from the records of The Depository Trust Company. The list of registered holders of Common Stock identified in Exhibit H was provided by Computershare, the transfer agent for the Common Stock.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Jane Sullivan
Jane Sullivan

SUBSCRIBED AND SWORN TO BEFORE ME
this 23rd day of June, 2009.

[Signature]
Notary Public

